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TM

PETER PARKER THE SPECTACULAR SPIDER-MAN



INTO THE HIVE!

MICHAEL NASSER &
JOE RUBINSTEIN



While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee
PRESENTS: **THE SPECTACULAR SPIDER-MAN!**

BOISTEROUS
BILL MANTLO
STORY

GENTLEMAN
JIM MOONEY
ART

PEERLESS
PABLO MARCOS
INKS

C. ROBINS, letters
G. ROUSSOS, colors

TROUBLESOME
JIM SHOOTER
EDITOR-IN-CHIEF

IN SEEKING THE SECRET OF A MUTATED COLONY OF KILLER-BEES, EMPIRE STATE UNIVERSITY'S DR. MORRIS SLOAN HAS INADVERTANTLY REVIVED THE LONG-DORMANT SWARM, WHOSE BODY IS A MASS OF BEES!

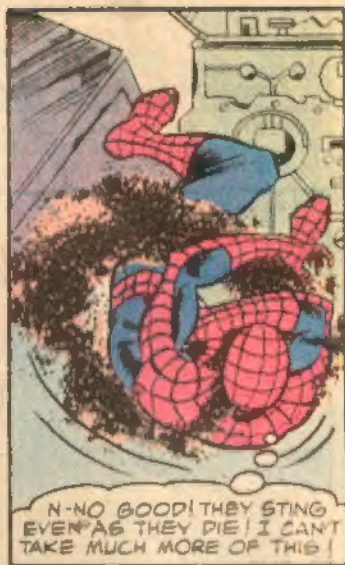
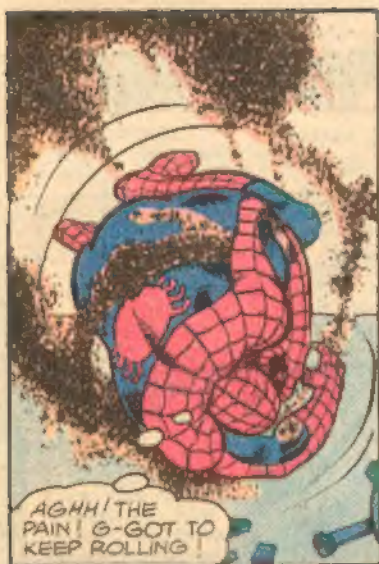
BUT IT IS PETER PARKER, THE SPECTACULAR SPIDER-MAN, WHO MAY PAY THE FEARSOME PRICE!

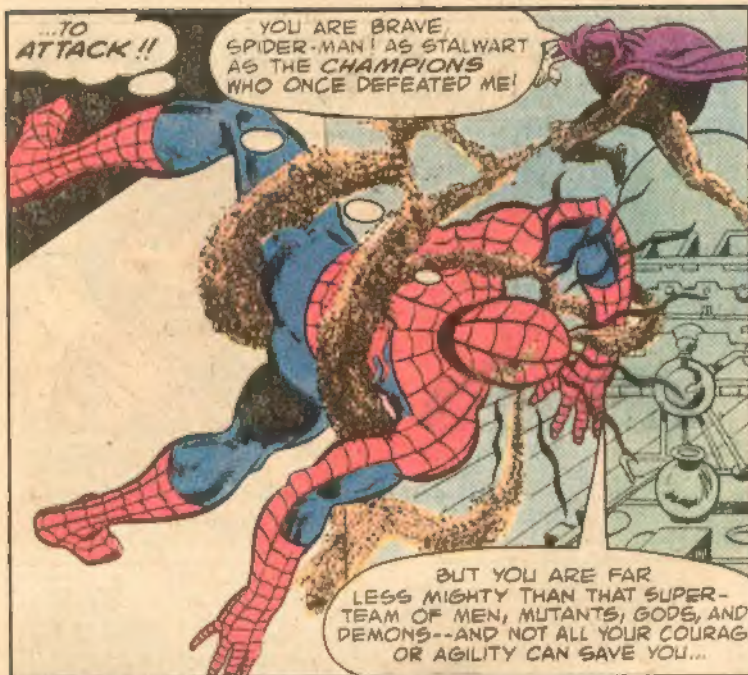
I--I TOLD DR. SLOAN I'D TRY TO HOLD SWARM ON CAMPUS TILL HE COULD SUMMON THE FANTASTIC FOUR OR THE AVENGERS!

BUT THE WAY THESE BEES ARE STINGING RIGHT THROUGH MY COSTUME...I MAY NOT LAST THAT LONG!!

**into the
HIVE!**

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...TO
ATTACK!!

YOU ARE BRAVE,
SPIDER-MAN! AS STALWART
AS THE CHAMPIONS
WHO ONCE DEFEATED ME!

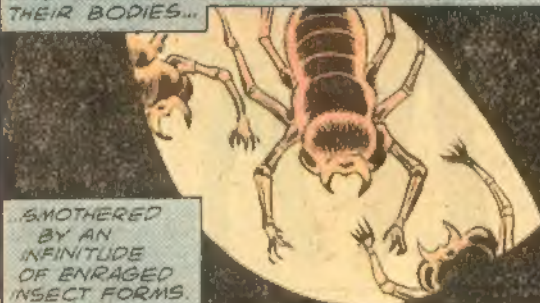
BUT YOU ARE FAR
LESS MIGHTY THAN THAT SUPER-
TEAM OF MEN, MUTANTS, GODS, AND
DEMONS--AND NOT ALL YOUR COURAGE
OR AGILITY CAN SAVE YOU...



...FROM THE
SEARING STINGS
OF SWARM!

HEAVEN HELP ME,
THE BEES ARE
ON ME AGAIN!

LIKE COUNTLESS WHITE-HOT NEEDLES, THE STINGS OF THE KILLER BEES SLASH AND STAB INTO OUR WONDROUS WALL-CRAWLER. HE FEELS WEIGHTED DOWN BENEATH THE PRESS OF THEIR BODIES...



SMOTHERED
BY AN
INFINITUDE
OF ENRAGED
INSECT FORMS.



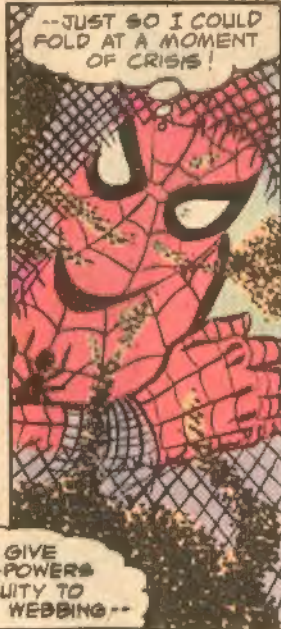
BUT FAR WORSE
THAN THE PAIN OUR
HERO FEELS IS HIS
HORROR OF THE
BEES...

I-I
CAN'T
DIE
LIKE
THIS! I
WON'T!



WHOLE CAMPUS--ALL OF
NEW YORK WILL FALL
PREY TO SWARM UNLESS
I HOLD HIM TILL HELP
ARRIVES!

FATE DIDN'T GIVE
ME MY SPIDER-POWER[®]
AND THE INGENUITY TO
SYNTHESIZE MY WEBBING--



--JUST SO I COULD
FOLD AT A MOMENT
OF CRISIS!



BUT THESE
MUTATED KILLER-
BEES ARE ABLE TO
INGEST SYNTHETICS
SUCH AS
SPIDEY'S WEBBING...

AND THE AGGREGATE MAN CALLED SWARM SENSES THAT THE MOMENT OF VICTORY IS NEAR...

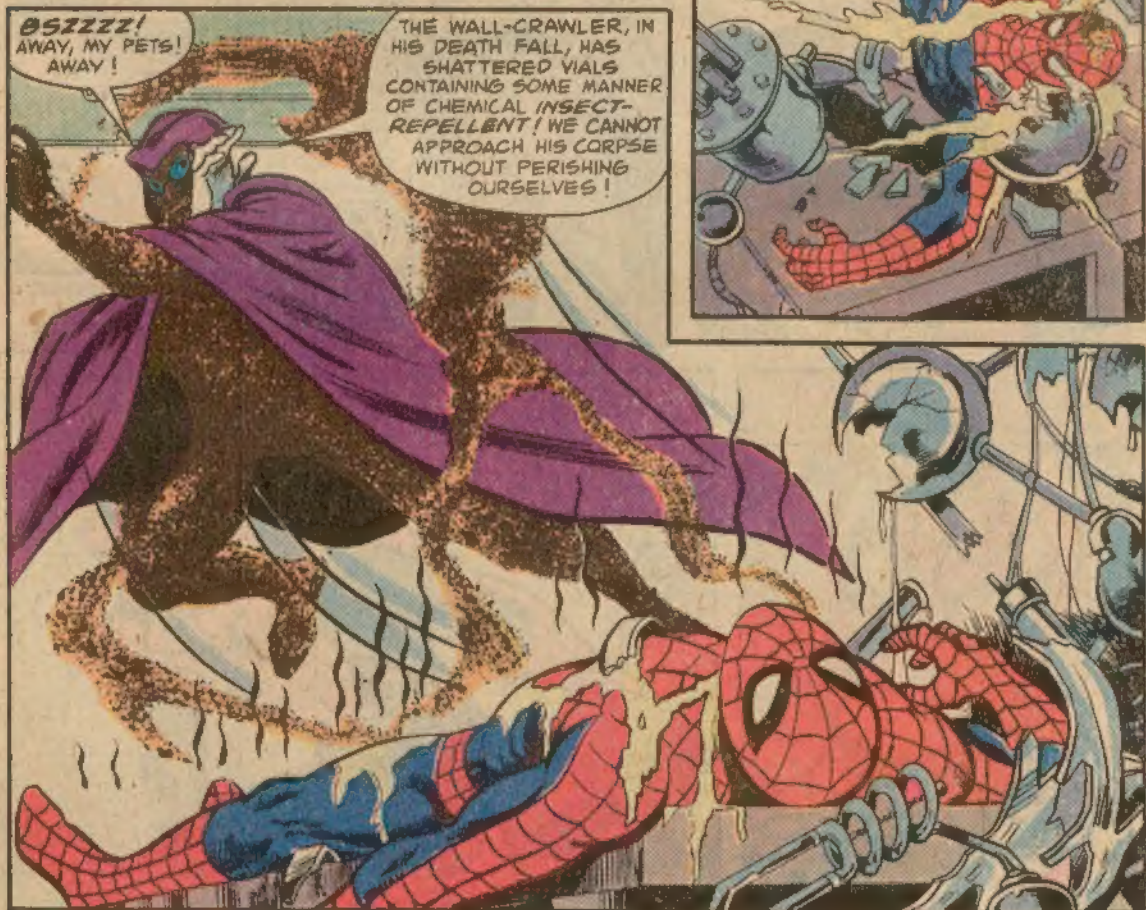
SLAY THE MEDDLING ARACHNID, MY BUZZING BEAUTIES, THAT WE MAY GET ON WITH OUR PRIMARY TASK-- MUTATING THE HIVE'S QUEEN BEE THAT SHE MAY BREED AN INNUMERABLE, UNSTOPPABLE INSECT ARMY!

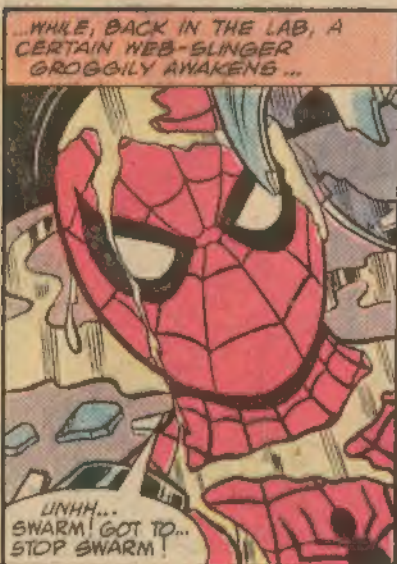
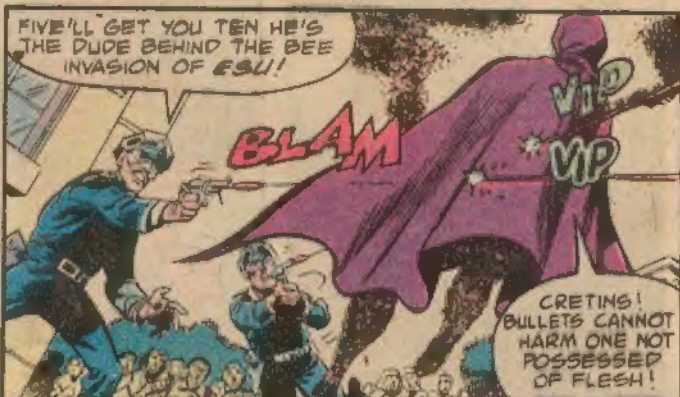
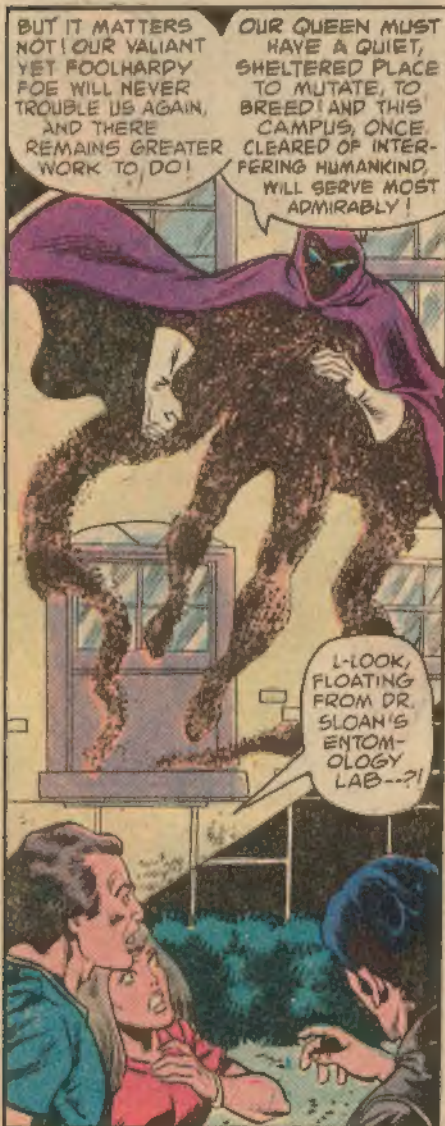


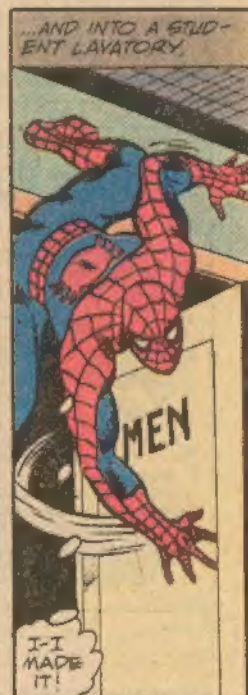
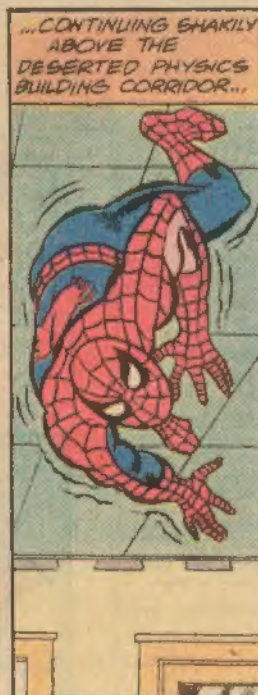
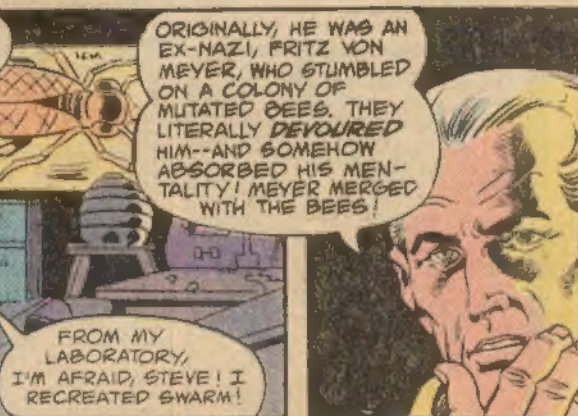
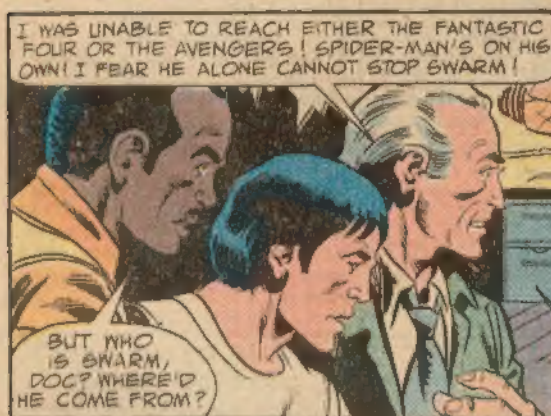
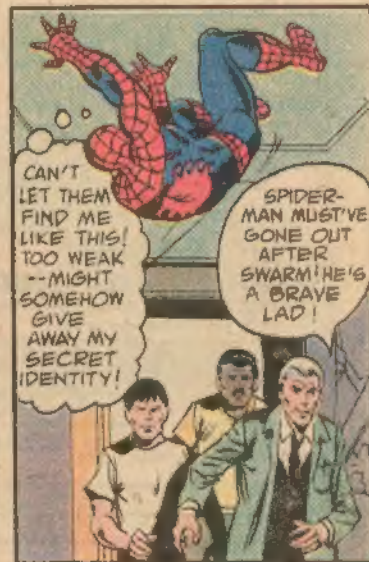
N-NO! I WON'T... LET YOU!

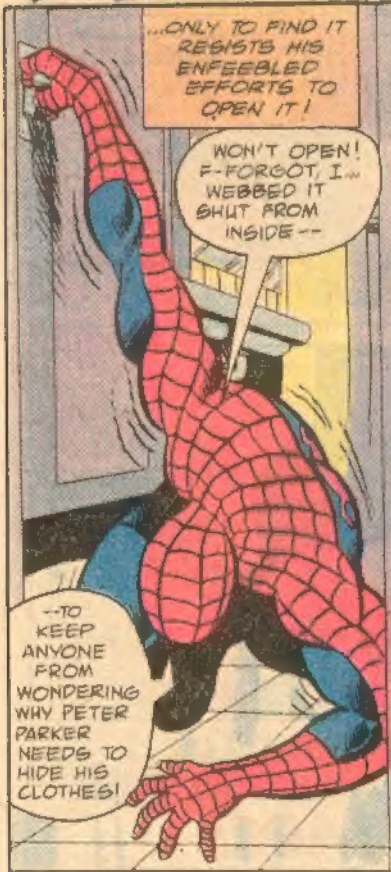
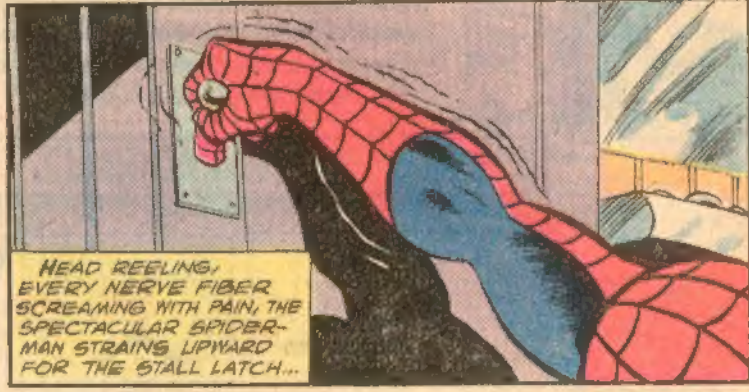
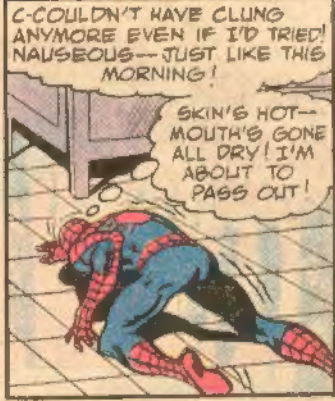
BSZZZZ! AWAY, MY PETS! AWAY!

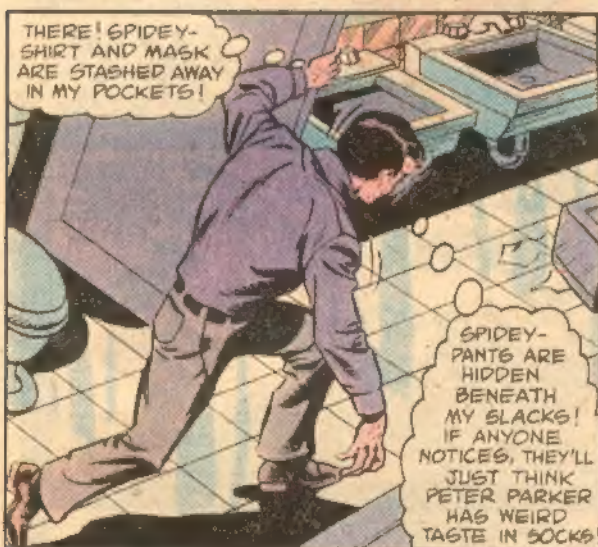
THE WALL-CRAWLER, IN HIS DEATH FALL, HAS SHATTERED VIALS CONTAINING SOME MANNER OF CHEMICAL INSECT-REPELLENT! WE CANNOT APPROACH HIS CORPSE WITHOUT PERISHING OURSELVES!









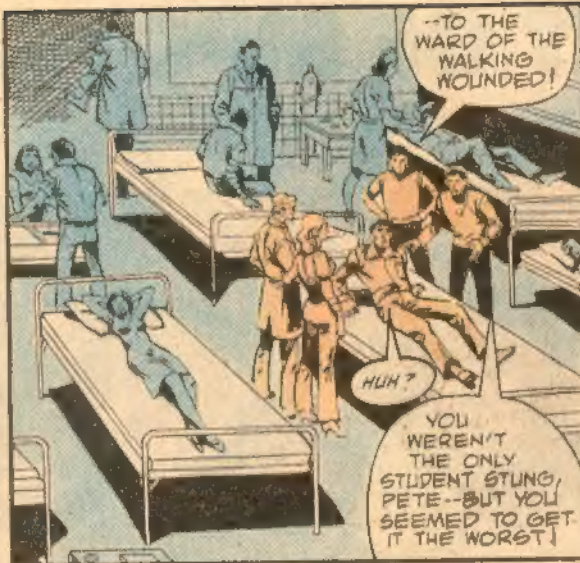


SOMETIME LATER...



PHILIP,
STEVE.

WELCOME
BACK,
PETE--

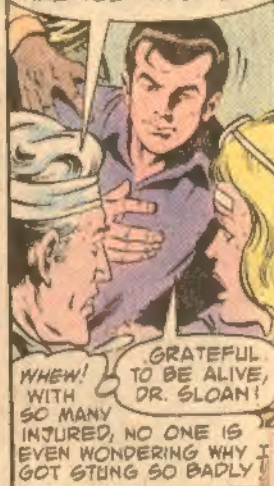


HUH?

YOU
WEREN'T
THE ONLY
STUDENT STUNG,
PETE--BUT YOU
SEEMED TO GET
IT THE WORST!

--TO THE
WARD OF THE
WALKING
WOUNDED!

AND TO RECOVER THE
FASTEST, MY BOY! HOW
ARE YOU FEELING?



WHEW!
WITH
SO MANY
INJURED, NO ONE IS
EVEN WONDERING WHY I
GOT STUNG SO BADLY!

GRATEFUL
TO BE ALIVE,
DR. SLOAN!

SO FAR, THERE'VE BEEN
NO FATALITIES, BUT IF
SWARM ISN'T STOPPED...

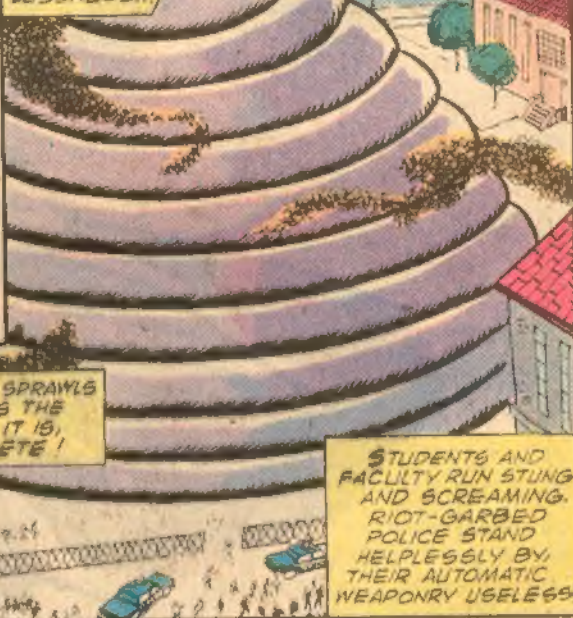


WHERE
IS HE, SIR?
I THOUGHT
SPIDER-MAN...



SPIDER-MAN'S
DISAPPEARED!
AS FOR SWARM--WELL,
LOOK FOR YOURSELF!

NEEDING NO URGING FROM MARCY
KANE, PETE LOOKS INDEED--BUT
THE SIGHT THAT GREETED HIS EYE
FILLS HIM WITH ABJECT HOPE-
LESSNESS...

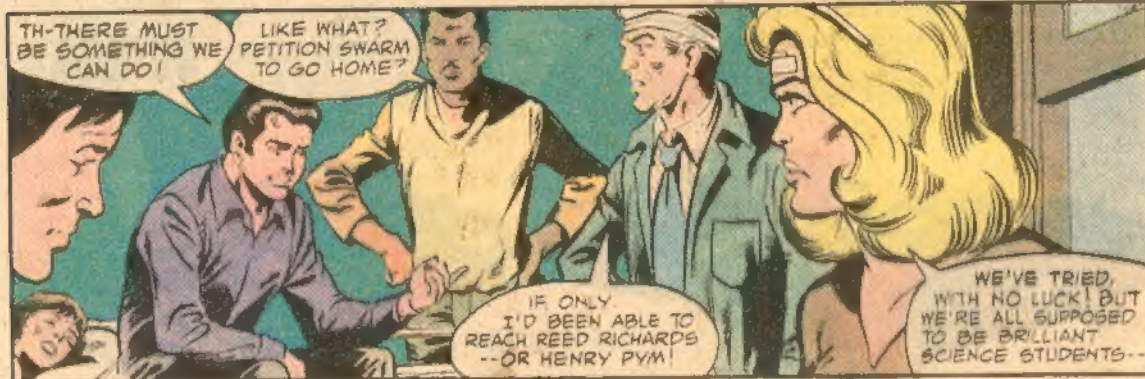


THE ENORMOUS HIVE SPRAWLS
OBSCENELY ACROSS THE
ESU CAMPUS--AND IT IS,
AS YET, INCOMPLETE!

STUDENTS AND
FACULTY RUN STUNG
AND SCREAMING.
RIOT-GARBED
POLICE STAND
HELPLESSLY BY,
THEIR AUTOMATIC
WEAPONRY USELESS!

TH--THERE MUST
BE SOMETHING WE
CAN DO!

LIKE WHAT?
PETITION SWARM
TO GO HOME?



IF ONLY
I'D BEEN ABLE TO
REACH REED RICHARDS
--OR HENRY PYM!

WE'VE TRIED,
WITH NO LUCK! BUT
WE'RE ALL SUPPOSED
TO BE BRILLIANT
SCIENCE STUDENTS--

"AND I WAS WORKING ON A PROJECT IN YOUR ENTOMOLOGY CLASS DR SLOAN THAT MAY YET GIVE US A WAY TO DEFEAT SWARM! DO YOU REMEMBER THE ASSIGNMENT YOU GAVE ME, SIR?"

"WHY, TO SYNTHESIZE A NEW TYPE OF INSECT REPELLENT!"

"THAT'S RIGHT DOCTOR"

HOURS LATER, AMIDST THE SHATTERED REMAINS OF DR SLOAN'S LAB

MARCUS FORMULA WAS IN THE VIALS I CRASHED INTO AS SPIDER-MAN! SWARM DIDN'T LEAVE ME FOR DEAD. HE WAS REPELLED! SO THE LADY WHO FINDS PETER PARKER CONTEMPTIBLE IS RESPONSIBLE FOR SAVING HIS LIFE!

"HURRY WE HAVEN'T MUCH TIME"

"BEFORE THE N.E. STORMS LARGE ENOUGH FOR SWARM TO BEGIN MUTATING HIS QUEEN BEE TO THE TITANIC SIZE SHE MUST ASSUME TO BREED IN THE HUNDREDS OF MILLIONS!"

"BEES ARE SWARMING IN EVERY DIRECTION!"

"YES AND AS SOON AS THEY ARRIVE, THEY SET RIGHT TO WORK ADDING TO SWARM'S HELLISH NIVE!"

"EVEN IF WE RESYNTHESIZE THE REPELLENT IN TIME NO ORDINARY HUMAN CAN GET CLOSE ENOUGH TO THE NIVE TO USE IT WITHOUT LOSING HIS LIFE!"

"...CAN FACE SWARM AGAIN! BLAST IT, WHY DON'T THE AVENGERS OR THE FF SHOW UP?"

"FIGHTING MENACES ON A SCALE LIKE THIS IS MORE IN THEIR LINE!"

"STUDENTS ACCORDING TO MARCUS'S NOTES, THIS SHOULD BE THE FINAL INGREDIENT! OUR SUPER-REPELLENT IS COMPLETE!"

"NOW WE MUST TURN IT OVER TO THE AUTHORITIES TO USE AGAINST SWARM!"



THOSE POOR COPS WILL NEVER LIVE LONG ENOUGH TO USE THAT STUFF ON SWARM!

COMING MR PARKER? SURELY YOU'LL WANT SOME SENSATION-ALISTIC PHOTOS OF SWARM'S DEFEAT FOR WHICHEVER NEWS-PAPER IT IS YOU WORK FOR!



NO LET THE FANTASTIC FOUR HANDLE IT, OR THE ARMY! WE'RE TOO SMALL TO TACKLE SWARM ALONE!

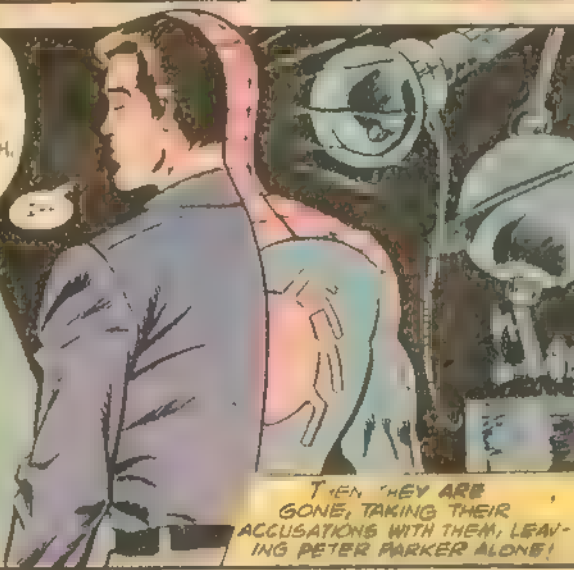


WHAT IF THE FF DON'T SHOW UP PETE?

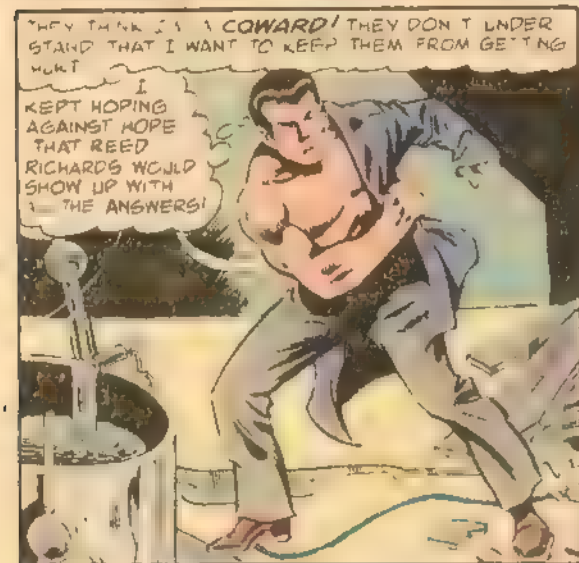
THE REPELLENT'S OUR ONLY CHANCE--BUT IT'S GOT TO BE USED NOW!

COME, STUDENTS! THERE IS SO LITTLE TIME

LOOKS LIKE PANTYWAIST PARKER'S JUST FOLDED IN THE CRUNCH, CLASS-MATES!

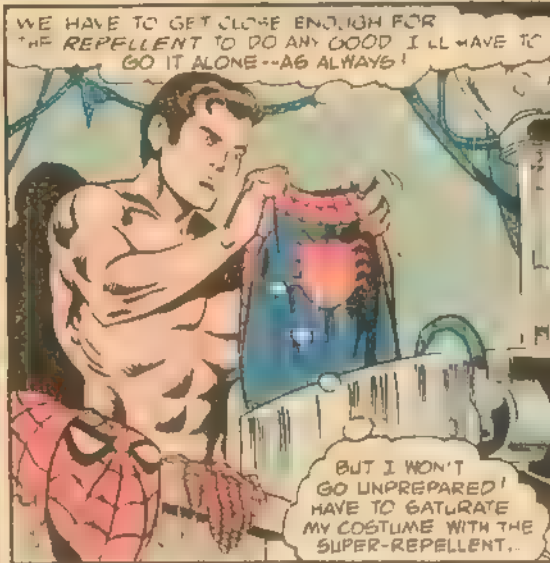


THEN THEY ARE GONE, TAKING THEIR ACCUSATIONS WITH THEM, LEAVING PETER PARKER ALONE!



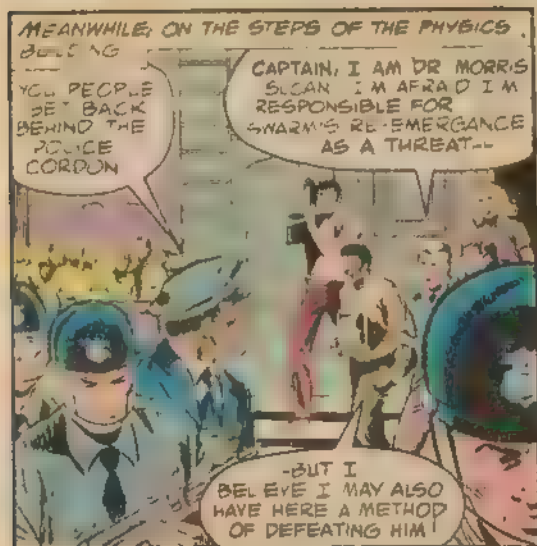
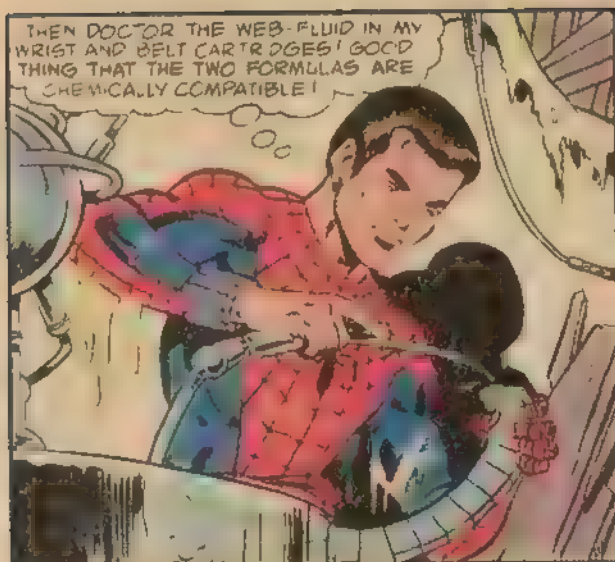
THEY THINK I'M A COWARD! THEY DON'T UNDERSTAND THAT I WANT TO KEEP THEM FROM GETTING HURT!

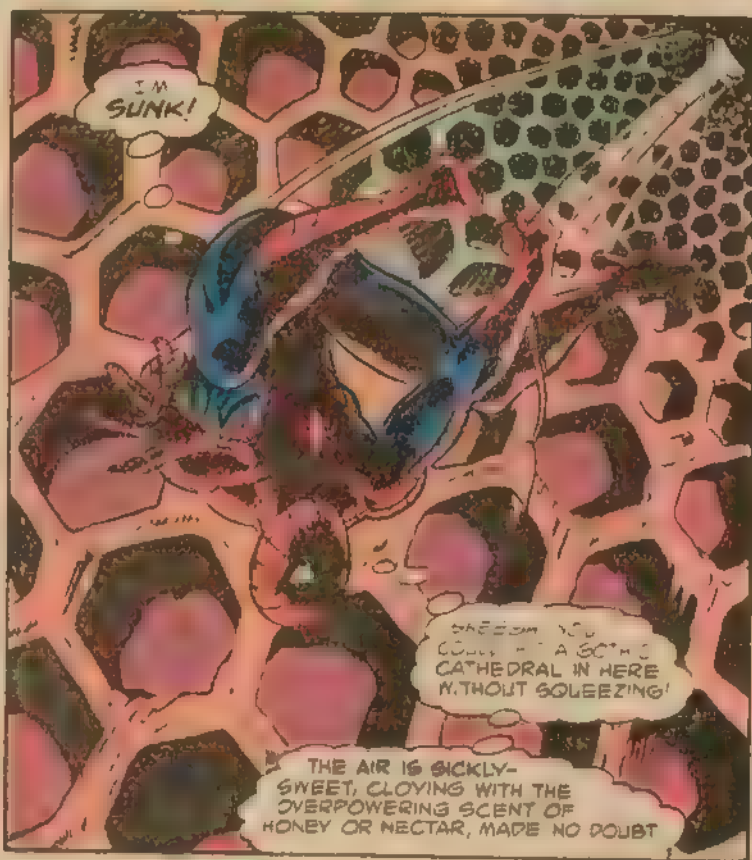
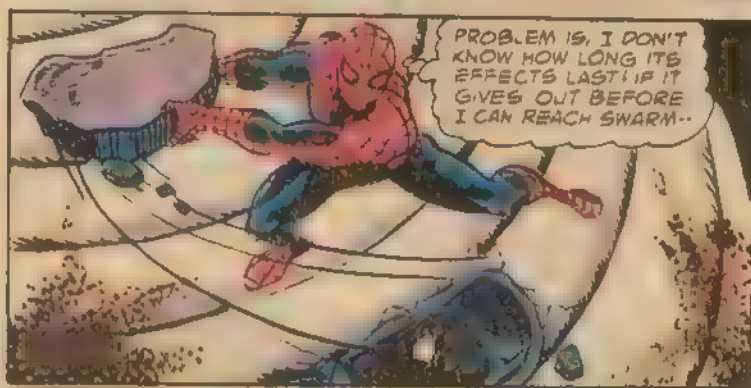
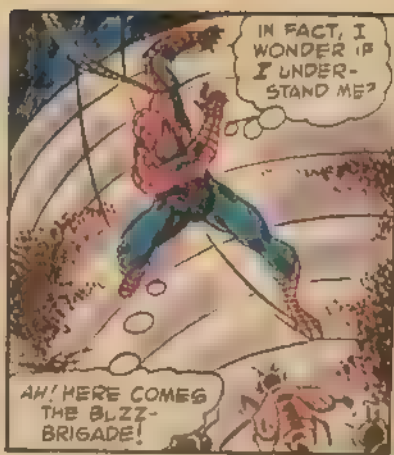
I KEPT HOPING AGAINST HOPE THAT REED RICHARDS WOULD SHOW UP WITH THE ANSWERS!



WE HAVE TO GET CLOSE ENOUGH FOR THE REPELLENT TO DO ANY GOOD I'LL HAVE TO GO IT ALONE--AS ALWAYS!

BUT I WON'T GO UNPREPARED! HAVE TO SATURATE MY COSTUME WITH THE SUPER-REPELLENT.





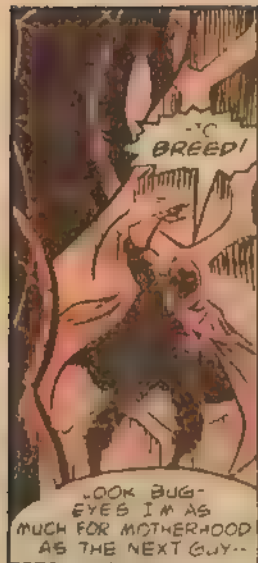


FOR THE
QUEEN
BEE!

HIYA
BUG BRAN!
REMEMBER
ME YOUR
FRIENDLY
NEIGHBORHOOD
SPIDER-
MAN?

YOU LIVE? AND
MORE YOU ARE ABLE
ENTER MY H E N T H .
OUT MY BEES STINGING
THE FLESH FROM YOUR
BONES? YOU AMAZE
ME, MY INSOLENT,
ARROGANT
FRIEND

BUT YOU ARE
FAR TOO LATE TO
IMPEDE MY PLANS
ALREADY MY
MUTATED QUEEN
HASTY ENLARGED
N S E B E C A U S E
R I S E FROM
DORMANCY TO
H U N G E R



TO BREED!

LOOK BUG-EYES I'M AS MUCH FOR MOTHERHOOD AS THE NEXT GUY--



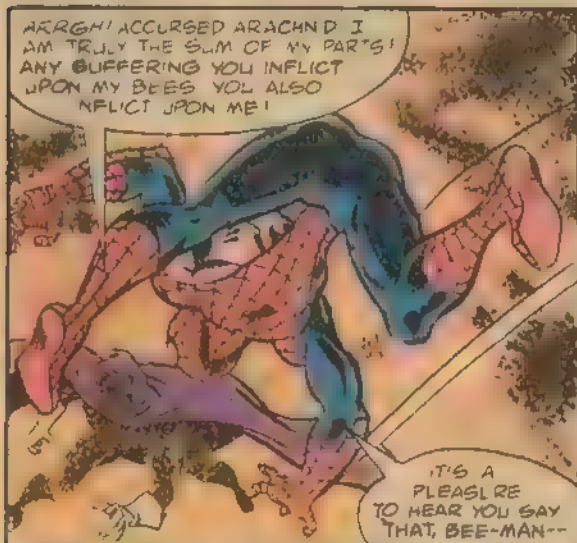
BUT WHAT YOU'RE COOKING UP HERE WOULD BE A DISGRACE TO ANY MATERNITY WARD!

AHAHAH, YOU BUZZING BEAUTIES! NO SPIDER-LUNCH TODAY!



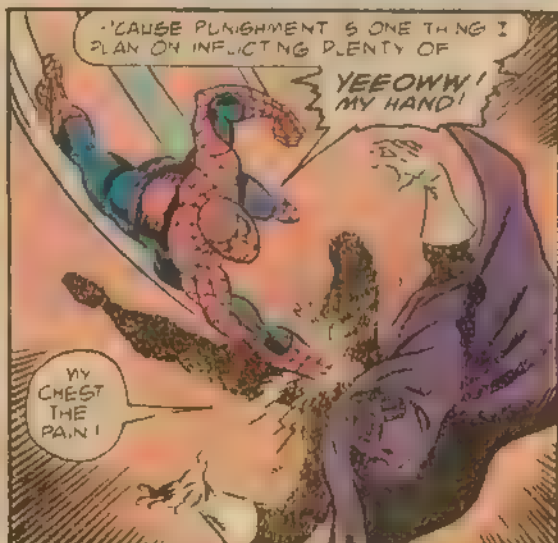
SPRAYED OUT IN A FINE MIST SPIDER-MAN'S REPELLENT-SATURATED WEBBING MISSES OVER THE ENRAGED BEES

THE SLIGHTEST CONTACT DRIVING THE NEEDLES SO FAR THAT THEY TEAR AND KENEL EACH OTHER



ARGGH! ACCURSED ARACHNID I AM TRULY THE SUM OF MY PARTS! ANY BUFFERING YOU INFLICT UPON MY BEES YOU ALSO INFLICT UPON ME!

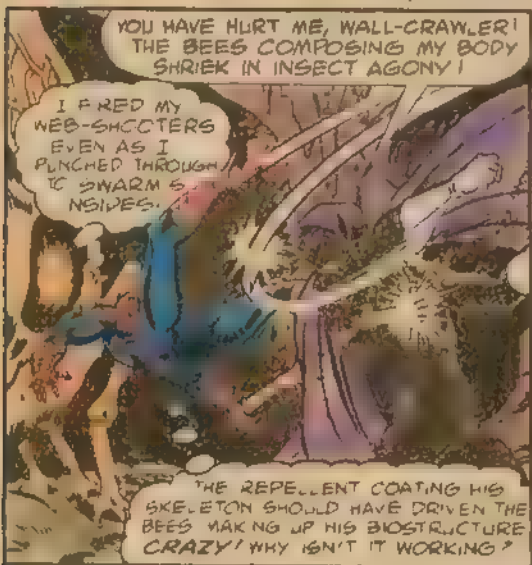
IT'S A PLEASURE TO HEAR YOU SAY THAT, BEE-MAN--



'CAUSE PUNISHMENT IS ONE THING I PLAN ON INFLICTING PLENTY OF

YEEOWW! MY HAND!

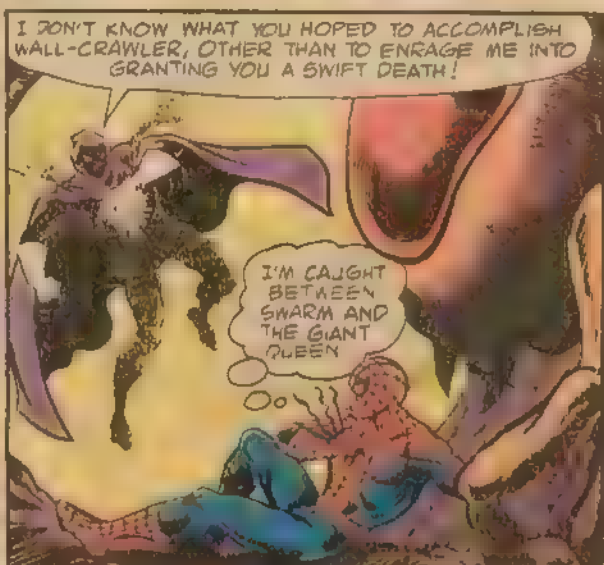
MY CHEST THE PAIN!



YOU HAVE HURT ME, WALL-CRAWLER! THE BEES COMPOSING MY BODY SHRIEK IN INSECT AGONY!

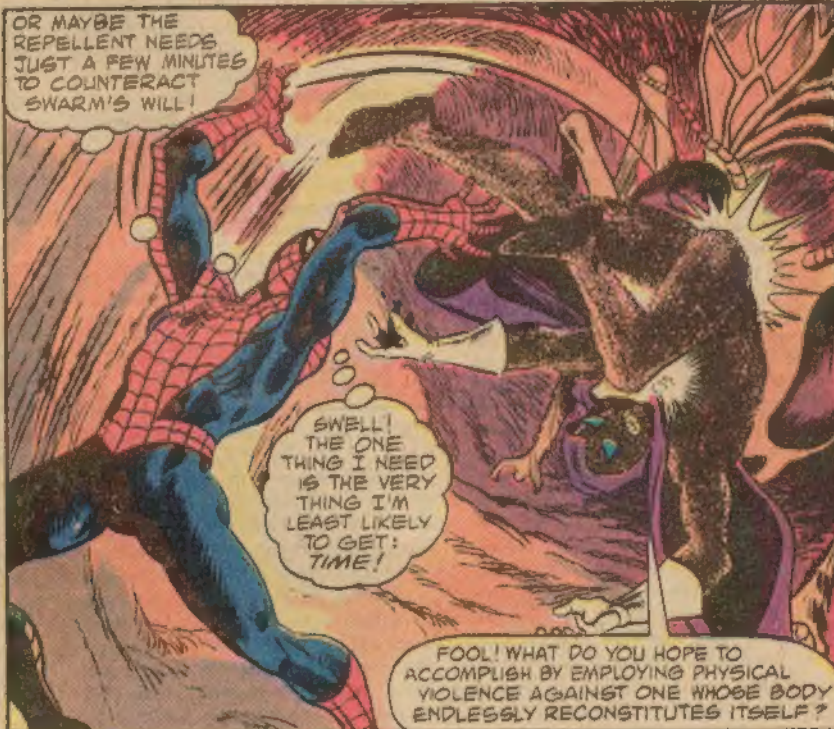
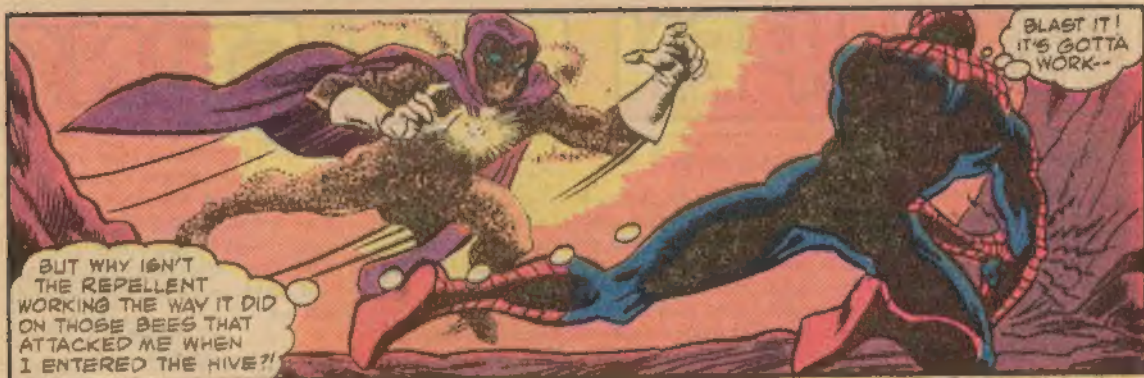
I FIRED MY WEB-SHOOTERS EVEN AS I PUNCHED THROUGH TO SWARM'S INSIDES.

THE REPELLENT COATING HIS SKELETON SHOULD HAVE DRIVEN THE BEES MAKING UP HIS BIOSTRUCTURE CRAZY! WHY ISN'T IT WORKING?



I DON'T KNOW WHAT YOU HOPED TO ACCOMPLISH WALL-CRAWLER, OTHER THAN TO ENRAGE ME INTO GRANTING YOU A SWIFT DEATH!

I'M CAUGHT BETWEEN SWARM AND THE GIANT QUEEN



BULLPEN BULLETINS

STAN'S SOAPBOX

Hoo boy! Looks like I did it again! I've been so excited about our new, upcoming mag, EPIC, that I tried to clue you in to our progress as much as possible here in the Soapbox. And, judging by your enthusiastic mail, I could tell you eagerly shared the excitement. However, some letters of complaint have been trickling in, reminding me that I had pledged not to hawk any products in this column, and now I seem to be disregarding that promise! So, I'm telling you forthwith that the last thing I wanted to do was lay a huckster bit on you, honest! I considered the news about EPIC to be the most interesting, heaviest info I could give you; and I also figured you'd be hoping mag if our newest and most important publication were to go on sale without your being notified well in advance. Anyway, here's what I'm leading up to...

It's time for another maniacal Marvel poll! If you can spare a minute or two, I'd really appreciate your sending us a card or letter telling whether you'd like to continue reading notices of upcoming projects here in the Soapbox, or if you'd

rather I wax eloquent about any of subject that can't possibly be considered as shilling for your shekels. As usual, the valiant voices of Marveldom Assembled will give us our orders, and we'll tell you what your cumulative verdict is as soon as Irving Forbush can tabulate the votes.

Of course, you know what sly little devils we are. Even if I don't mention E-C anymore (see? I didn't even write out the whole name!), you can bet that Jaunty Jimmy Shooter will toss it atcha in some other scintillatin' sections of these pandemonious pages. Anyway, you can relax for next ish, 'cause when we meet again I've got a whole new subject to hit you with. I've been out here in Hollywood, California for the past few weeks, and I'm really bustin' to clue you in on some of our upcoming movie and tv projects!

So, till later, keep cool and hang loose. Howie may be a duck, but never a goose! Excelior!

Stan

to the fan who spots some stylistic clue that provides a sure-fire way to tell Gruenno from Macchierwald. Oops! Well, whatever. Did you know that in certain high professional circles Editor Roger Stern is regarded as the best in the business at placing word balloons? Now you do!

ITEM! Just the other day a couple of members of the hot new rock group Susan dropped by the old Bullpen to hobnob with their buddy, Assistant Editor Jim Salicrup and to check out our operation. Overwhelmed (well, maybe just whelmed) by the sheer splendor of Mighty Marvel were Charles Leland, lead guitar and Mick Leland, drums. Their first album, entitled *Falling in Love Again*, was just recently released and it's bound to be a smash! Best of luck, troops!

MICRONAUTS ARE ON SALE MONTHLY!



ITEM! Wow! How time flies when you're having fun! Did you know that some forty years ago, give or take a month, the very first Marvel comic went on sale? MARVEL COMICS #1, the cover of which is reproduced below, featured a bunch of nifty new characters, among them the SUB-MARINER, the ANGEL, and the HUMAN TORCH! It seems like only yesterday (well, maybe like last week). Anyway, Marvel Comics is still hanging in there, bigger, better and stronger than ever, carrying on the proud tradition begun by Carl Burgos, Paul Gustavson, Bill Everett and other folks, and a word to the wise, friends — you ain't seen nothin' yet!



ITEM! Along those nostalgic lines, it just so happens that this month Simon & Schuster is releasing its latest collection of super hero adventures featuring the best of CAPTAIN AMERICA — including the very first comics story ever written by Stan Lee, back in 1943. (If Sly Stan is telling us the truth about his age these days, then he must have been only three years old back then!) Anyway, it's all classic stuff by the master himself and it's all in full glorious color, illustrated by Jack Kirby, Gene Colan, Jim Steranko and others. It's only \$12.95 in hardback, and just \$3.95 (a steal!) in paperback, for 128 big 7 x 10 pages of excitement, not to mention the snazzy cover painted by Dave Cockrum! Buzz on down to your favorite bookstore and grab one, friend — and tell the clerk that Nick Fury sent you. After about a hundred folks tell him that, he'll think he's the one who's crazy!

ITEM! *Secrets-behind-the-comics-department*: Did you know that writer-editor Archie Goodwin not only scripts our widely acclaimed STAR WARS comic, but actually provides ace artist Carmine Infantino with rough sketches of the action in every single panel? No wonder they call him artful Archie! Did you know that MARVEL TWO-IN-ONE co-scripters Mark Gruenwald and Ralph Macchio actually write alternating pages of the same story? We can't tell which pages are whose — can you? A no-prize

ITEM! Occasionally, we've been told, we tend to brag just a bit when we're waxing eloquent over our latest works of wonder. Now of course, that's not true, but just to satisfy those few critics, this month we're going to tell you what's coming up with modesty and decorum: SPIDER-WOMAN #21 portrays a rather dramatic turnabout in the life of our heroine. A whole new cast of characters is introduced, all of whom we feel you'll find interesting. We humbly suspect that, perhaps, some people might feel that this issue will eventually become a collector's item. MASTER OF KUNG FU #83 contains an amiable tale. It is of some note that *Fu Manchu* returns therein. In addition, we feel that the art and writing are deftly done. MICRONAUTS #12 is reasonably nice, in that it adequately portrays a life-or-death battle between Prince Acroyear and his decidedly evil brother Shaitan. We would also like to recommend MACHINE MAN #12, GHOST RIDER #39, which is now monthly, by the way, and DR. STRANGE #38 which is the first issue by new scripter Chris Claremont. Space does not permit us to extoll the various virtues of these issues, however, we feel that they are worth their purchase price. All of the above, by the way, are on sale now! There! Satisfied? You don't know how hard that was, since we're really excited enough about the preceding issues to light up the sky! We can't wait till next month to get back to brag — oops! er, normal! See ya!

CAPTAIN MARVEL® vs. PROFESSOR SNEER.

PROPELLED BY A GLITTERING BEAM OF PHOTONS, CAPT. MARVEL CLOSES IN ON PROFESSOR SNEER'S SPACESHIP, "SUN KILLER."

I MUST STOP PROFESSOR SNEER FROM EXTINGUISHING THE SUN. IF I DON'T, ALL LIFE IN THE SOLAR SYSTEM WILL PERISH IN A LETHAL CLOUD OF ICE CRYSTALS.



PROFESSOR SNEER...

CAPTAIN MARVEL! NOT EVEN YOU CAN STOP ME FROM DESTROYING THE SUN! EVERYTHING WILL THEN BE NICE, NICE AND FRIGID, HA HA.

YOUR PROBLEM IS THAT NO ONE'S EVER DONE ANYTHING NICE FOR YOU, BUT I'M GOING TO CHANGE THAT.

WELL, YOU'D BETTER DO IT FAST. I'VE SET THE SUN KILLER RAY ON AUTOMATIC!



PROFESSOR, JUST TASTE THIS DELICIOUS HOSTESS® TWINKIES® CAKE.



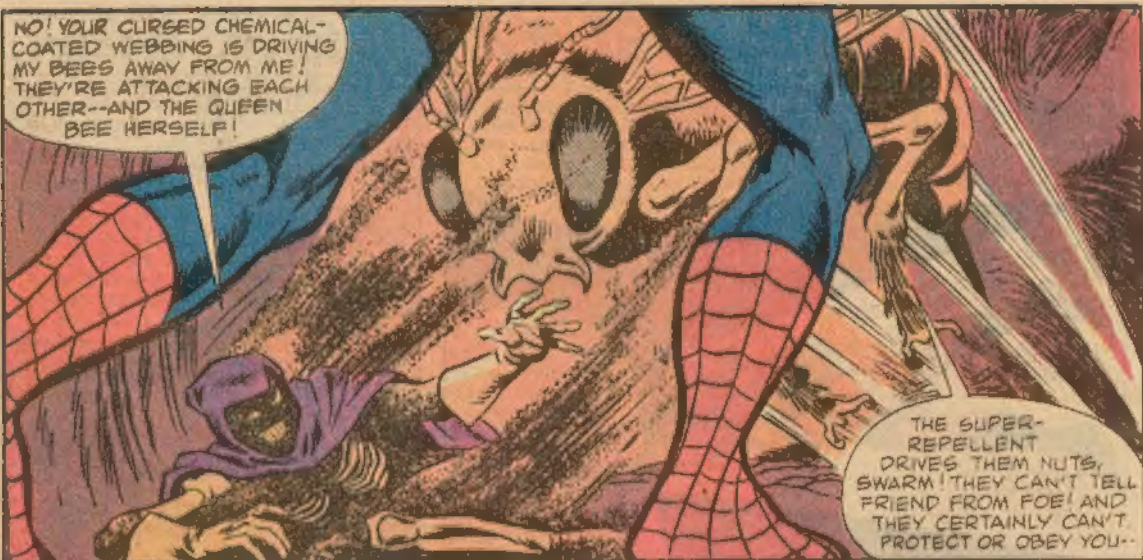
MMM. NICE GOLDEN CAKE. NICE CREAMED FILLING. THIS IS THE NICEST THING ANYONE HAS EVER DONE FOR ME.



CAPT. MARVEL, ONE GOOD TURN DESERVES ANOTHER. SO I'LL LET YOU TURN THE SUN KILLER RAY OFF, AND TURN THE SHIP AROUND.

THE SUN IS STILL IN BUSINESS, AND SO ARE HOSTESS TWINKIES CAKES.

YOU GET A BIG DELIGHT IN EVERY BITE OF HOSTESS® TWINKIES® CAKES



THE IMPORTANCE OF BEING... MORBIUS!